



NAVAN CURLING CLUB INC
BYLAWS
Updated January 14, 2025

ARTICLE I: GENERAL

- 1.1 Purpose: These Bylaws relate to the general conduct of the affairs of the Navan Curling Club Inc.
- 1.2 Definitions: The following terms have these meanings in these Bylaws:
- a) Accountant – a licensed accounting firm appointed by the Board at the Annual Meeting to review or audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
 - b) Act – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, (ONCA).
 - c) Board – the Board of Directors of the Navan Curling Club Inc., as elected or appointed per these Bylaws.
 - d) Bylaws – means the Bylaws of the Corporation.
 - e) Corporation – the Navan Curling Club Inc (Operating as the Navan Curling Club).
 - f) Days – days including weekends and holidays (all calendar days).
 - g) Director – a person elected by the Members to serve on the Board pursuant to these Bylaws.
 - h) Independent – means that a Director or prospective Director has no fiduciary obligation to an body and is free of any conflict of interest of a financial, personal or representational nature. A person who would not be considered independent will be considered independent once they resign from or terminate the circumstance that gives rise to the non-independence.
 - i) Member – any individual registered with the Navan Curling Club and has agreed to abide by the Corporation's Bylaws, policies, procedures, rules and regulations.
 - j) Officer – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these Bylaws.
 - a. Chair
 - b. First Vice Chair
 - c. Treasurer
 - d. Secretary
 - k) Ordinary Resolution – a resolution passed by a majority of votes cast on that resolution.
 - l) Special Resolution – a resolution passed by not less than two-thirds of the votes cast on that resolution or signed by all the voting Members entitled to vote on that resolution.
- 1.3 Corporate Seal and Colours: The Corporation may have a corporate seal, which may be adopted and may change by Ordinary Resolution of the Board. The Corporation's colours shall be burgundy and gold.
- 1.4 Corporate Objective: The Corporation will be carried on to promote, organize and develop curling and other activities in the eastern part of the City of Ottawa (village of Navan and surrounding area) without the purpose of direct monetary gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.



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- 1.5 Ruling on Bylaws: Except as provided in the Act, the Board will have the authority to interpret any provisions of these Bylaws that are contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.
- 1.6 Conduct of Meetings: Unless otherwise specified in these Bylaws, meetings of Members and meetings of the Board will be conducted according to the most recent edition of Robert's Rule of Order.
- 1.7 Interpretation: Words importing the singular will include the plural and vice-versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.
- 1.8 Severability: If any portion of these Bylaws is deemed by any court of competent jurisdiction to be illegal or unenforceable, then the remaining provisions of these Bylaws will remain in full force and effect notwithstanding.
- 1.9 Jurisdiction: These Bylaws will be interpreted in accordance with the laws of the Province of Ontario.
- 1.10 Hierarchy: The Corporation will be governed in order of hierarchy as follows:
- a. The Act;
 - b. The Corporation's Bylaws; and
 - c. The Corporation's policies, procedures, rules and regulations.

ARTICLE II: MEMBERSHIP

- 2.1 Membership in the Navan Curling Club will be open to anyone, with the maximum number of members based on the limitations of the club's facilities and programs, as determined by the Board of Directors.
- 2.2 Duration: The membership year shall be from June 1st to May 31st of the following year.
- 2.3 Membership Categories: The Corporation has the following categories of membership:
- 2.3.1 Regular Member: An individual who curls in one or more leagues. An individual shall be considered a Regular member in good standing once their fees are paid in full. Regular members that are 18 years of age or older are entitled to one vote, or proxy vote, at an Annual Meeting or special meeting;
 - 2.3.2 Non-voting membership: The Board may establish non-voting memberships. The availability of these membership and associated fees will be set by the Board on an annual basis prior to registration. Membership of this type do not include voting rights or other member rights or privileges nor are memberships of this type allowed to hold a



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position on the Board. Non-voting membership types include, but are not limited to:

- a. Sparing Member: An individual is allowed to spare in any league operated by the club;
- b. Representative: An individual who curls under the Navan Curling Club name in 'Sanctioned' curling events; and
- c. Social Member: A non-curling individual who wishes to be a member of the Club. Social members may not vote or run for election to the Board.

2.3.3 Member Emeritus: An honorary position dedicated to those who have served the Club in a significant way. Past Chairs automatically become a Member Emeritus. Other individuals may be nominated and approved by the Board. There is no fee for these individuals, unless they continue to curl, in which case they shall pay all applicable fees. This category is entitled to one vote, or proxy vote, at an Annual Meeting or special meeting. Emeritus members who are also Regular members are entitled to one vote, or proxy vote, only.

2.4 Membership Fees: Membership fees shall be determined by the Board annually.

2.5 Registration: The registration process shall be established by the Board in accordance with the applicable policy.

2.6 Suspension, Expulsion or Loss of Membership: A member may be suspended, expelled or lose membership in the Club in accordance with these Bylaws and/or the Corporation's policies and procedures.

ARTICLE III MEETINGS

3.1 Types of meetings. There are four types of meetings: Annual Meetings, Board Meetings, Committee Meetings and Special Meetings. Meetings may be in person, virtual or a combination of the two. Notice of all meetings must include details of how the meeting will be held.

3.2 Annual Meeting. The Annual Meeting is normally the only membership meeting during the year.

3.2.1 The Annual Meeting will normally be held annually on the first Sunday of May unless otherwise changed for reasonable cause at the discretion of the Board and will be held at such place and hour as determined by the Board. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end;

3.2.2 Notice of the Annual Meeting shall be given to each club member, at least thirty (30)



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days prior to the date of the meeting. Notice shall contain a reminder of the right to vote and the mechanism for registering the Members vote, proposed agenda, nominations for Director(s) and any reasonable information to permit Members to make an informed decision. No error or omission in giving notice of any meetings of Members shall invalidate the meeting or make void any proceedings taken at the meeting;

3.2.3 Quorum. The presence of twenty-five (25) voting members, including proxies, shall constitute a quorum;

3.2.4 Annual Meeting Order of Business:

- a. Call to order;
- b. Establishment of quorum;
- c. Approval of Agenda;
- d. Adoption of the Record of Decisions (RoD) from the last Annual Meeting and any special meetings held since the last Annual Meeting;
- e. Business arising out of the last RoD;
- f. Board / Committee reports;
- g. Financial report;
- h. Appointments;
- i. Election of Board Members;
- j. New business; and
- k. Adjournment; and

3.2.5 Reports from Board members on their area(s) of responsibility shall be provided to the Board at least three (3) weeks prior to the Annual Meeting. The Secretary shall make such reports available to club members at least fourteen (14) calendar days prior to the Annual Meeting. Recommendations for future action may be included in such reports.

3.3 Board Meetings. Board meetings shall be held periodically, in accordance with the operational needs of the Club, but not less than six (6) times during the year. A minimum of 48-hour notice shall be provided for meetings.

3.4 Committee Meetings. Committee meetings shall be held in accordance with Articles VI.

3.5 Special meeting. A special meeting of the members may be called at any time by the Chair, the Board or upon a written request of 10% or more of the voting members of the Club. A meeting shall be convened within thirty (30) days from the date of the official receipt of a written request. Members will be provided a minimum of 14-day notice of a meeting and the agenda will be limited to the subject matter for which the meeting is called. The presence of twenty-five (25) voting members, including proxies, shall constitute a quorum.

3.6 New Business: No other item of business will be included in the Notice of the Meeting of



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Members unless written notice of such other item of business, or a Member's proposal, has been submitted to the Board forty-five (45) days prior to the meeting of the Members in accordance with the procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.7 Scrutineers: At the beginning of each meeting, the Board may appoint, if necessary, a minimum of two (2) scrutineers who will be responsible for ensuring that votes are properly cast and counted. These individuals must be independent neutral bystanders to ensure the integrity of the election process.

3.8 Voting. Each regular member is entitled to one vote. If a regular member is unable to attend an Annual Meeting or special meeting, they may delegate their vote, through a proxy ballot, to another individual or a Board member attending the meeting. A majority vote of the voting members present at a meeting, including proxy votes held, is required to approve an item. However, Bylaw amendments require a two-thirds majority vote of the voting members present at a meeting, including proxy votes held, to be approved.

3.9 Proxies. Proxies must be submitted to the Secretary and Membership Director not later than 48 hours in advance of the meeting using the official proxy form. No individual may hold more than 2 proxies.

ARTICLE IV GOVERNANCE

4.1 Board of Directors: The Board of Directors shall consist of a maximum of fifteen (15) members in good standing. Only Regular or Emeritus members are eligible to be a Board Member.

4.2 Composition of the Board: The Board will consist of the following:

- 4.2.1 The Chair;
- 4.2.2 First Vice-Chair;
- 4.2.3 Second Vice-Chair;
- 4.2.4 Immediate Past-Chair(ex-officio);
- 4.2.5 Treasurer;
- 4.2.6 Secretary;
- 4.2.7 Directors-at-Large determined by the Board to fill positions for the operational requirements of the Club; and
- 4.2.8 Up to three (3) ex-officio members of the Board (non-voting) elected by Ordinary Resolution of the Board.

Election of Directors

4.3 Board Nomination and Election Committee: The Board will appoint a Nomination and Election Committee chaired by the Past Chair of the NCC, or if unavailable, a previous Past Chair or a current



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director who is not seeking re-election. The Nominations and Election Committee will work with NCC Board to ensure that the nominations and election process is conducted according to these by-laws. The nomination and election of Board of Directors will be conducted in accordance with the NCC Board Nomination and Election Policy.

4.4 Terms: The Chair, First Vice Chair, Second Vice Chair and Immediate Past Chair will serve consecutive terms of one year each in their position for a total of four (4) years progressing from Second Vice Chair to First Vice Chair to Chair and culminating in Immediate Past Chair. The Treasurer, Secretary and Directors-at-Large will serve terms of two (2) consecutive years and will hold office until they or their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office; these positions will be staggered, in accordance with the NCC Board Nomination and Election Policy.

4.5 The newly elected members of the Board shall begin their mandate on the 1st day of June following the election and shall provide the Secretary with the appropriate consent form on or before the start of their mandate.

Resignations and Removal of Directors

4.6 Resignations: A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Vice-Chair or at a time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.7 Vacate Office: The office of any Director will be vacated automatically if:

- 4.7.1 the Director resigns at the discretion of the Board;
- 4.7.2 the Director, without reasonable cause, is absent for three (3) consecutive meetings between the Annual Member Meetings;
- 4.7.3 the Director is in violation of the Corporation's policies; or
- 4.7.4 the Director is declared a member not in good standing in accordance with applicable policy.

4.8 Removal: An elected Director may be removed by Ordinary Resolution of the Members at an Annual or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Filling a Vacancy on the Board

4.9 Vacancy: Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy of the term or



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refer the matter to the Members, at the next Member's meeting, to fill the vacancy via an election.

Meetings of the Board

4.10 Call of the Meeting: A meeting of the Board will be held at any time and place as determined by the Chair, or by written requisition of at least two (2) Directors.

4.11 Notice: Written notice, which includes reasonable information related to the matters to be decided, served other than by mail, of meetings of the Board, will be given to all Directors at least seven (7) days prior to the meeting. No notice of a meeting of the Board is required if ALL Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.12 Number of Meetings: The Board will hold at least six (6) meetings per year.

4.13 Quorum: At any meeting of the Board, quorum will be sixty percent (60%) of elected Directors holding office.

4.14 Voting: Each elected Director is entitled to one vote; Exception – Chair will only vote to break a tie vote and the Immediate Past Chair does not have voting privileges. Voting will be by show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution. If the issue is tied, the Chair will cast the determining vote.

4.15 No Alternate Directors: No person shall act for an absent Director at a meeting of Directors.

4.16 Closed Meetings: Meetings of the Board will be closed to Members and the public except by invitation of the Chair or any two (2) Directors.

4.17 Virtual Meetings: A meeting of the Board may be held by virtual conference platforms. Directors who participate in a meeting by virtual conference platforms are considered to have attended the meeting.

Duties of Directors

4.18 Standard of Care: Every Director will:

- 4.18.1 act honestly and in good faith with a view to the best interests of the Corporations;
- 4.18.2 exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- 4.18.3 comply with the governing documents of the Corporation and the Act.

Powers of the Board

4.19 Powers of the Corporation: Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.



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- 4.20 Empowered: The Board is empowered, but not limited, to:
- 4.20.1 oversee the operation and management of the Club;
 - 4.20.2 make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these Bylaws;
 - 4.20.3 employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation, including but not limited to, Club Manager;
 - 4.20.4 determine registration procedures, recommend membership dues, and determine other registration requirements;
 - 4.20.5 enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
 - 4.20.6 make expenditures for the purpose of furthering the objects and purposes of the Corporation;
 - 4.20.7 borrow money upon the credit of the Corporation as it deems necessary in accordance with these Bylaws;
 - 4.20.8 establish standing or adhoc committees; and
 - 4.20.9 perform any other duties from time to time as may be in the best interest of the Corporation.

ARTICLE V OFFICERS

- 5.1 Composition: The Officers will be comprised of the Chair, Vice Chair, Treasurer and Secretary, and any other individuals as may be appointed by the Board at its discretion.
- 5.2 Duties : The duties of Officers are as follows:
- 5.2.1 the Chair will be the chair and preside over meetings of the Board, will preside at any Annual or Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board;
 - 5.2.2 the Vice-Chair will, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and will perform such other duties as may from time to time be established by the Board;
 - 5.2.3 the Treasurer will keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account(s), will supervise the management and the disbursement of funds of the Corporation in accordance with the Corporations policies, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will cause to prepare annual budgets, will advice on matters relating to finance and will perform such other duties as may from time to time be established by the Board; and
 - 5.2.4 the Secretary will issue notices of all meetings, maintain records of proceedings and meetings, have custody of all documents and records pertaining to the affairs of the Club, with the exception of the financial records, post the record of



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decisions / minutes of all Board meetings as soon as possible following their approval, prepare applicable reports for the Federal and Provincial governments and perform such other duties as may from time to time be established by the Board.

ARTICLE VI COMMITTEES

6.1 Standing Committees: The Corporation will have a minimum of the following standing committees:

- 6.1.1 Executive Committee;
- 6.1.2 Finance Committee; and
- 6.1.3 Nominations Committee.

6.2 Appointment of Committees: The Board may appoint such other committees as it deems necessary for managing the affairs of the Corporation and may appoint any individual person or provide for the election of members of committees, shall prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties and functions.

6.3 Vacancy: When a vacancy occurs on any committee, the Board may appoint a qualified individual to fill the vacancy for a specified term.

6.4 Removal: The Board may remove any member of any Committee by Ordinary Resolution of the Board.

6.5 Debts: No committee will have the authority to incur debts in the name of the Corporation.

6.6 Quorum: Quorum for any Committee Meeting will be sixty percent (60%) of the total of individuals appointed to such Committee.

6.7 Composition: A minimum of two (2) Board Members will be appointed to every Committee.

ARTICLE VII FINANCE AND MANAGEMENT

7.1 Fiscal Year: Unless otherwise determined by the Board, the fiscal year of the Corporation will commence on June 1st and end on May 31st of the following year.

7.2 Bank: The banking of the Corporation will be conducted at such financial institutions as the Board may determine.

7.3 Annual Financial Statements: The Directors will approve the financial statements (evidenced by signature of one or more Officers) of the Corporation for the last fiscal year of the Corporation, but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be



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provided to all Members with the Notice of Annual Meeting. The financial statements will include the approved financial statements and any further information respecting the financial position of the Corporation. The annual financial statements shall be subject to an independent, third party review or audit, as applicable. The accountant shall be nominated and approved at each Annual Meeting.

7.4 Books and Records: The necessary books and records of the Corporation required by these Bylaws, the Corporation's policies or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- 7.4.1 the Corporation's articles and Bylaws;
- 7.4.2 the minutes of meetings of the Members and of any committee of Members;
- 7.4.3 the resolutions of the Members and of any committee of Members;
- 7.4.4 the minutes of meetings of the Directors or any committee of Directors;
- 7.4.5 the resolutions of the Directors and of any committee of Directors;
- 7.4.6 a register of Directors;
- 7.4.7 a register of Officers;
- 7.4.8 a register of Members; and
- 7.4.9 account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

7.5 Disclosure of Documents: After each Board Meeting, a summary of Member related items discussed at Board meetings, as determined by the Board for disclosure respecting privacy, confidentiality and applicable legislation will be shared with the Members as soon as is practical.

7.6 Signing Authority: Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least two (2) individuals designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instrument may or will be assigned.

7.7 Property: The Corporation may acquire, lease, sell or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

7.8 Borrowing: The Board may from time to time:

- 7.8.1 borrow money on the credit of the Corporation;
- 7.8.2 issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Corporation;
- 7.8.3 give guarantee on behalf of the Corporation to secure performance of an obligation of any person; and



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- 7.8.4 charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Corporation.

7.9 **Borrowing Restriction:** The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

7.10 **No Remuneration:** All elected/appointed Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by a Members' meeting) except for reimbursement of expenses as per the Board's expenses and reimbursement policy. This section does not preclude a Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a Committee will disclose the conflict or potential conflict in accordance with these Bylaws and the Board conflict of interest policy.

7.11 **Conflict of Interest:** A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction and will otherwise comply with the requirements of the Act and the Board's conflict of interest policy.

ARTICLE VIII AMENDMENT OF BYLAWS

8.1 These Bylaws may only be amended, revised, repealed or added to:

- 8.1.1 by ordinary resolution of the Board: Any Bylaw amendments will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the Bylaws by ordinary resolution; or
- 8.1.2 by a Member entitled to vote who may make a proposal to make, amend, or repeal a Bylaw in accordance with the Act which requires at least sixty (60) days' notice; Any Bylaw amendments will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the Bylaws by ordinary resolution.

8.2 **Effective Date:** Bylaw amendments are effective from the date the resolution of the Directors unless rejected or amended by the voting Members at a meeting of the Members.

ARTICLE IX NOTICE

9.1 **Written Notice:** In these Bylaws, written notice will mean notice which is hand-delivered or



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provided by mail, electronic mail or courier to the address of record of the individual, Director, Officer or Member, or information posted in the Club, as applicable.

9.2 Date of Notice: Date of Notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

9.3 Error in Notice: The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

ARTICLE X DISSOLUTION

10.1 Dissolution: The Corporation may be dissolved in accordance with the Act.

ARTICLE XI INDEMNIFICATION

11.1 Will Indemnify: The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an account paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or any individual who acts at the Corporation's request in a similar capacity.

11.2 Will Not Indemnify: The Corporation will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Corporation will not indemnify an individual unless:

11.2.1 the individual acted honestly and in good faith with a view to the best interest of the Corporation; and

11.2.2 if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

11.3 Insurance: The Corporation will, at all times, maintain appropriate insurance including Directors and Officers coverage.

ARTICLE XII FUNDAMENTAL CHANGES

12.1 Fundamental Changes: Under the jurisdiction of the Ontario Not-For-Profit Corporations Act, a Special Resolution of all Members (whether voting or non-voting) is required to make the following



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fundamental changes to the Bylaws or articles of the Corporation. Fundamental changes are defined as:

- 12.1.1 change to the Corporations name;
- 12.1.2 add, change or remove restriction on the activities that the Corporation may carry on;
- 12.1.3 create a new category of Member;
- 12.1.4 change a condition required for being a Member;
- 12.1.5 change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- 12.1.6 increase or decrease the number of, or the minimum or maximum number of Directors;
- 12.1.8 change the purpose of the Corporation;
- 12.1.9 to whom the property remaining on liquidation after the discharge any liabilities of the Corporation is to be distributed;
- 12.1.10 change the manner of giving notice to Members entitled to vote at a meeting of Members;
- 12.1.11 change the manner of giving notice to Members not in attendance at a meeting of Members; or
- 12.1.12 add, change or remove any other provision that is permitted by the Act.